

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

<b>DAKOTA IMAGING, INC.,</b>	)	
	)	
<b>Plaintiff,</b>	)	<b>Civil Action No. 1:05-CV-296 (SLR)</b>
	)	
<b>v.</b>	)	
	)	<b>JURY TRIAL DEMANDED</b>
<b>SANDEEP GOEL and PRADEEP GOEL,</b>	)	
	)	
<b>Defendants/Counterclaim- Plaintiffs,</b>	)	
	)	
<b>v.</b>	)	
	)	
<b>DAKOTA IMAGING, INC., ENVOY CORPORATION, and WEB MD CORPORATION,</b>	)	
	)	
<b>Counterclaim- Defendants</b>	)	
	)	

**[PROPOSED] ORDER**

The Court, having considered Plaintiff/Counterclaim-Defendant Dakota Imaging, Inc.'s Motion for Partial Dismissal ("Motion"), and all briefing and argument thereon, and good cause having been shown for the relief sought in the Motion

IT IS HEREBY ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2005 that the Motion is GRANTED and that the counterclaims against Dakota Imaging, Inc in the above-captioned action seeking damages pursuant to the "earnout provision" in the Merger Agreement including and counterclaims for "earnout" damages in connection with the termination of the Defendants/Counterclaim-Plaintiffs' Employment Agreements, are dismissed with prejudice.

\_\_\_\_\_  
United States District Judge